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FEB 9 - 1995 - 8 05 PM

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N.W.
SUITE 200
WASHINGTON, D.C.

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

20006-2973

OF COUNSEL
URBAN A. LESTER

(202) 393-2266

FAX (202) 393-2156

February 2, 1995

Mr. Vernon A. Williams
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two (2) duly executed copies each of a Memorandum of Lease and a Memorandum of Assignment of Lease, both dated as of February 2, 1995, the first being a primary document and the other a secondary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The names and addresses of the parties to the enclosed documents are:

Lessor/Assignor

Debtor: ACF Industries, Incorporated
3301 Rider Trail South
Earth City, Missouri 63045

Lessee: Celtran, Incorporated
PO Box 819005
Dallas, Texas 73581-9005

Assignee/
Secured Party: First Security Bank of Utah, N.A.
79 South Main Street
Salt Lake City, Utah 94111

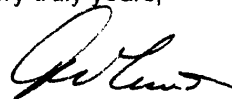
Mr. Vernon A. Williams
February 2, 1995
Page Two

A description of the railroad equipment covered by the enclosed documents is attached as Exhibit A to both of the aforesaid documents.

Also enclosed is a check in the amount of \$42.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return stamped copies of the enclosed document of the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "R. Alvord", written in a cursive style.

Robert W. Alvord

RWA/bg
Enclosures

19203
FEB 3 - 1995 - 3 05 PM

MEMORANDUM OF LEASES
BETWEEN
ACF INDUSTRIES, INCORPORATED ("LESSOR")
AND
the Lessee identified herein ("LESSEE")

Filed and recorded with the Interstate Commerce Commission
pursuant to Section 11303, Title 49, United States Code on
February 3, 1995, at , Recordation No.

Memorandum dated as of February 2, 1995 of Leases specified on Exhibit A attached hereto by and between ACF Industries, Incorporated, a New Jersey corporation, ("Lessor") and the Lessee identified on Exhibit A attached hereto ("Lessee") (as the same have been and may be amended, supplemented, otherwise modified or renewed from time to time, the "Leases").

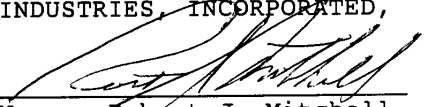
W I T N E S S E T H:

Pursuant to the Leases, Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor certain railcars including the railroad tank cars and covered hopper cars listed on Exhibit A attached hereto.

IN WITNESS WHEREOF, the undersigned has caused this instrument to be signed by its corporate officer as of the date first above written.

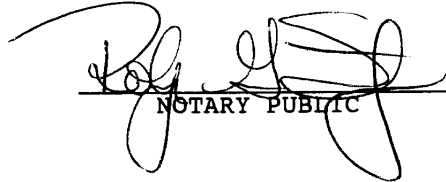
ACF INDUSTRIES, INCORPORATED,

by


Name: Robert J. Mitchell
Title: Treasurer

STATE OF NEW YORK)
) ss.
COUNTY OF NEW YORK)

On this 2nd day of February, 1995, before me personally appeared Robert J. Mitchell, to me personally known, who being by me duly sworn, says that he is the Treasurer of ACF INDUSTRIES, INCORPORATED that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.



NOTARY PUBLIC

My commission expires:

ROBYN G. STEINBERG
Notary Public, State of New York
No. 01ST5026264
Qualified in New York County
Commission Expires April 18, 1996

Exhibit A

Lessee	Car Service Contract #	Identifying Numbers (Both Inclusive)	Number of Cars	AAR Designat
CELTRAN, INCORPORATED	71730012	ACFX 85690	1	T564
CELTRAN, INCORPORATED	71730012	ACFX 85691	1	T564
CELTRAN, INCORPORATED	71730012	ACFX 85692	1	T564
CELTRAN, INCORPORATED	71730012	ACFX 85693	1	T564
CELTRAN, INCORPORATED	71730012	ACFX 85766	1	T564
CELTRAN, INCORPORATED	71730012	ACFX 85767	1	T564
CELTRAN, INCORPORATED	71730012	ACFX 85768	1	T564
CELTRAN, INCORPORATED	71730012	ACFX 85769	1	T564
CELTRAN, INCORPORATED	71730015	ACFX 85779	1	T564
CELTRAN, INCORPORATED	71730015	ACFX 85780	1	T564
CELTRAN, INCORPORATED	71730015	ACFX 85782	1	T564
CELTRAN, INCORPORATED	71730015	ACFX 85783	1	T564
CELTRAN, INCORPORATED	71730015	ACFX 85784	1	T564
CELTRAN, INCORPORATED	71730015	ACFX 85785	1	T564
CELTRAN, INCORPORATED	71730015	ACFX 85787	1	T564
CELTRAN, INCORPORATED	71730015	ACFX 85788	1	T564
CELTRAN, INCORPORATED	71730015	ACFX 85790	1	T564
CELTRAN, INCORPORATED	71730016	ACFX 85809	1	T564
CELTRAN, INCORPORATED	71730016	ACFX 85810	1	T564
CELTRAN, INCORPORATED	71730016	ACFX 85811	1	T564
CELTRAN, INCORPORATED	71730016	ACFX 85812	1	T564
CELTRAN, INCORPORATED	71730016	ACFX 85814	1	T564
CELTRAN, INCORPORATED	71730016	ACFX 85815	1	T564
CELTRAN, INCORPORATED	71730017	ACFX 85827	1	T564
CELTRAN, INCORPORATED	71730017	ACFX 85828	1	T564
CELTRAN, INCORPORATED	71730017	ACFX 85829	1	T564
CELTRAN, INCORPORATED	71730017	ACFX 85830	1	T564
CELTRAN, INCORPORATED	71730017	ACFX 85832	1	T564
CELTRAN, INCORPORATED	71730017	ACFX 85833	1	T564
CELTRAN, INCORPORATED	71730017	ACFX 85837	1	T564
CELTRAN, INCORPORATED	71730017	ACFX 85839	1	T564
CELTRAN, INCORPORATED	71730019	ACFX 85949	1	T564
CELTRAN, INCORPORATED	71730019	ACFX 85951	1	T564
CELTRAN, INCORPORATED	71730019	ACFX 85959	1	T564
CELTRAN, INCORPORATED	71730019	ACFX 85962	1	T564
CELTRAN, INCORPORATED	71730019	ACFX 85963	1	T564
CELTRAN, INCORPORATED	71730019	ACFX 85965	1	T564
CELTRAN, INCORPORATED	71730019	ACFX 85966	1	T564
CELTRAN, INCORPORATED	71730019	ACFX 85968	1	T564

19203 20072
RECORDATION NO. FILE NO.
NOTICE OF TERMINATION MAY 24 1996 - 11 49 AM
OF
MEMORANDA OF LEASE INTERSTATE COMMERCE COMMISSION
AND
MEMORANDA OF ASSIGNMENT

NOTICE IS HEREBY GIVEN that pursuant to the
Release and Termination Statement dated as of May 24, 1996,
made by First Security Bank of Utah, National Association,
filed and recorded with the Interstate Commerce Commission,
Recordation No. 19200-J, the security interest in the leases
and railcars listed on Schedule 1 attached hereto has been
released and the assignment of said leases has been
terminated.

ACF INDUSTRIES, INCORPORATED

By: 

Its: _____

LESSEE	CONTRACT	IDENTIFYING NUMBER	NUMBER OF CARS	AAR DESIGNATOR
CELTRAN, INCORPORATED	71730012	ACFX 85690	1	T564
CELTRAN, INCORPORATED	71730012	ACFX 85691	1	T564
CELTRAN, INCORPORATED	71730012	ACFX 85692	1	T564
CELTRAN, INCORPORATED	71730012	ACFX 85693	1	T564
CELTRAN, INCORPORATED	71730012	ACFX 85766	1	T564
CELTRAN, INCORPORATED	71730012	ACFX 85767	1	T564
CELTRAN, INCORPORATED	71730012	ACFX 85768	1	T564
CELTRAN, INCORPORATED	71730012	ACFX 85769	1	T564
CELTRAN, INCORPORATED	71730015	ACFX 85782	1	T564
CELTRAN, INCORPORATED	71730016	ACFX 85809	1	T564
CELTRAN, INCORPORATED	71730016	ACFX 85810	1	T564
CELTRAN, INCORPORATED	71730016	ACFX 85811	1	T564
CELTRAN, INCORPORATED	71730016	ACFX 85812	1	T564
CELTRAN, INCORPORATED	71730016	ACFX 85814	1	T564
CELTRAN, INCORPORATED	71730016	ACFX 85815	1	T564
CELTRAN, INCORPORATED	71730017	ACFX 85827	1	T564
CELTRAN, INCORPORATED	71730017	ACFX 85828	1	T564
CELTRAN, INCORPORATED	71730017	ACFX 85829	1	T564
CELTRAN, INCORPORATED	71730017	ACFX 85830	1	T564
CELTRAN, INCORPORATED	71730017	ACFX 85832	1	T564
CELTRAN, INCORPORATED	71730017	ACFX 85833	1	T564
CELTRAN, INCORPORATED	71730017	ACFX 85837	1	T564
CELTRAN, INCORPORATED	71730017	ACFX 85839	1	T564
CELTRAN, INCORPORATED	71730019	ACFX 85949	1	T564
CELTRAN, INCORPORATED	71730019	ACFX 85951	1	T564
CELTRAN, INCORPORATED	71730019	ACFX 85959	1	T564
CELTRAN, INCORPORATED	71730019	ACFX 85962	1	T564
CELTRAN, INCORPORATED	71730019	ACFX 85963	1	T564
CELTRAN, INCORPORATED	71730019	ACFX 85965	1	T564
CELTRAN, INCORPORATED	71730019	ACFX 85966	1	T564
CELTRAN, INCORPORATED	71730019	ACFX 85968	1	T564

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NOTIFICATION OF TERMINATION

MAY 24 1996 - 11 40 AM

NOTICE OF TERMINATION
OF
MEMORANDA OF LEASE
AND
MEMORANDA OF ASSIGNMENT

NOTICE IS HEREBY GIVEN that the assignment of the leases listed on Schedule 1 (but not the security interest in the railcars listed on said Schedule 1) has been terminated.

ACF INDUSTRIES, INCORPORATED

By: 

Its: _____

5/7/96 12:07 PM

SCHEDULE 1

1

LESSEE	CONTRACT	IDENTIFYING NUMBERS		NUMBER OF CARS	AAR DESIGNATOR
CELTRAN, INCORPORATED	71730015	ACFX	85779	1	T564
CELTRAN, INCORPORATED	71730015	ACFX	85780	1	T564
CELTRAN, INCORPORATED	71730015	ACFX	85783	1	T564
CELTRAN, INCORPORATED	71730015	ACFX	85784	1	T564
CELTRAN, INCORPORATED	71730015	ACFX	85787	1	T564
CELTRAN, INCORPORATED	71730015	ACFX	85788	1	T564


RECORDATION NO. 18523-B
FILED 1425
MAR 10 1997 2:35 PM

NOTICE

Notice is hereby given that the Security Agreements previously filed under Recordation Numbers 18516, 18517 and 19200 (as the same have, from time to time, been amended, supplemented and/or partially released) have been fully terminated effective March 7, 1997.

Any security interests in the railcars and assignment of leases contained in such security agreements not previously released have now been terminated effective March 7, 1997.


Effective no later than March 7, 1997, ACF does not claim a leasehold interest in any railcar identified herein solely by reason of any Memorandum of Lease or other document filed herein.



Robert W. Alvord, Attorney for
ACF Industries, Incorporated

District of Columbia)
)
City of Washington) ss.

Subscribed and sworn to before me this 10th day of March 1997.



Kim L. Bartman,
NOTARY PUBLIC

My Commission expires: 3-31-2000

18524-B	18574-C	18841-D	19768-B	20091-B
18525-B	18575-B	18842-C	19769-B	20092-B
18526-B	18576-C	18843-D	19770-B	20093-B
18527-B	18577-C	18844-F	19771-B	20094-B
18528-B	18578-C	18845-C	19772-B	20095-B
18529-B	18579-F	18846-C	19773-B	20096-B
18530-B	18580-D	18847-G	19774-B	20097-B
18535-C	18581-C	18848-C	19775-B	20098-B
18536-D	18582-D	18965-C	19776-B	20099-B
18537-D	18583-D	19201-B	19777-B	20100-B
18538-E	18584-H	19202-B	19778-B	
18539-D	18585-D	19203-B	19779-B	
18540-D	18586-F	19204-B	19780-B	
18541-F	18587-C	19205-B	19781-B	
18542-C	18588-D	19206-B	19782-B	
18543-C	18589-C	19207-B	19783-B	
18544-G	18590-D	19208-B	19784-B	
18545-G	18591-J	19209-B	19785-B	
18546-D	18592-C	19210-B	19786-B	
18547-C	18593-D	19211-B	19787-B	
18548-D	18594-C	19212-B	19788-B	
18549-D	18595-J	19213-B	19789-B	
18550-D	18596-D	19214-B	19790-B	
18551-C	18597-D	19215-B	19791-B	
18552-D	18598-D	19216-B	19792-B	
18553-C	18599-C	19217-B	19793-B	
18554-D	18600-D	19218-B	19794-B	
18555-D	18601-D	19219-B	19795-B	
18556-D	18602-D	19220-B	19818-B	
18557-C	18603-C	19221-B	19819-B	
18558-C	18604-C	19222-B	20075-B	
18559-C	18605-I	19223-B	20076-B	
18560-D	18606-C	19754-B	20077-B	
18561-D	18607-C	19755-B	20078-B	
18562-C	18608-D	19756-B	20079-B	
18563-D	18609-D	19757-B	20080-B	
18564-C	18613-B	19758-B	20081-B	
18565-D	18614-B	19759-B	20082-B	
18566-D	18615-D	19760-B	20083-B	
18567-D	18616-D	19761-B	20084-B	
18568-D	18617-D	19762-B	20085-B	
18569-D	18777-D	19763-B	20086-B	
18570-F	18778-C	19764-B	20087-B	
18571-D	18838-D	19765-B	20088-B	
18572-D	18839-C	19766-B	20089-B	
18573-D	18840-D	19767-B	20090-B	